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December 6, 2010

VIA E-FILE AND REGULAR MAIL

Honorable Madeline Cox Arleo
United States Magistrate Judge
Martin Luther King Federal Building
50 Walnut Street
Newark, New Jersey 07102

Re: *Torres-Hernandez, et al. v. STI Prepaid, et al.*
Civil Action No. 08-1089 (MCA)
Our File No. 744571-22

Dear Judge Arleo:

This firm is one of three co-lead counsel appointed by Your Honor. I am in receipt of Mr. Nagel's December 2, 2010 correspondence requesting a conference with Your Honor prior to the December 21 Final Approval Hearing to address what Mr. Nagel refers to as a "fee dispute" involving Mr. Daniel Martin and Mr. Emmanuel Ahia. We believe that Mr. Nagel's request is premature and unnecessary.

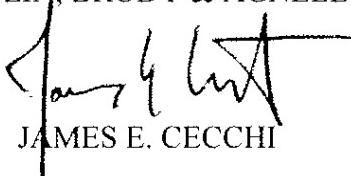
As noted above, this matter is scheduled for a Final Approval Hearing on December 21, 2010. If the Court were inclined to grant Final Approval - which we are hopeful will occur - the Court can also hear argument on Class Counsel's fee application on the same date. If the Court is inclined to award a fee - which we are again hopeful will occur - the settlement agreement provides Your Honor with jurisdiction to allocate that fee as you deem appropriate. Thus, the existing schedule and agreement provides the Court and the parties with a mechanism to resolve any disputes if such disputes exist after Your Honor considers Final Approval. We believe it is certainly premature to talk about allocation and any alleged disputes before Your Honor has even considered Final Approval of the settlement.

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Thank you for your continued attention to this matter. We are, of course, available at your convenience should Your Honor desire a telephone or in person conference.

Respectfully submitted,

CARELLA, BYRNE, CECCHI,
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